

WINNERGY MEDICAL PUBLIC COMPANY LIMITED

Related Transaction Policy

Version Control for Related Transaction Policy

Issue No.	Edit No.	Page	Item No.	Date and Modification Details
00	-	-	-	08/09/2020: Manual commencement
01	01	5	-	11/11/2022: Reviewed and assessed the adequacy of the policy on related transactions. The Board of Directors Meeting No. 5/2022 passed a resolution approving the amendment on the original document mentioned as "Annual registration statement (Form 56-1) and Company's annual report (Form 56-2)" was revised to "Annual Registration Declaration/Annual Report (Form 56-1 One Report)" to be consistent with the current document.

Related Transaction Policy

Objectives

To demonstrate transparency and reliability in the performance of the Board of Directors and executives in the case of the Company, it is necessary to carry out any related transactions, whether they are between the Company, its subsidiaries, or joint ventures with related persons. Importantly, stakeholders or persons who may have conflicts of interest should be in accordance with normal business transaction or market prices under reasonable and verifiable conditions, and not a transfer of benefits for the best benefit of the Company and shareholders.

Definition

1. **Company** means Winergy Medical Public Company Limited.
2. **Subsidiary** means a Company in which Winergy Medical Public Company Limited holds more than 49% of shares and/or has control over the operations of that Company.
3. **Associated Company** means a Company in which Winergy Medical Public Company Limited holds less than 50% of shares and/or has no control over the operations of that Company.
4. **Related persons and persons who may have conflicts of interest** mean shareholders, directors, executives shareholders/directors/executives of subsidiaries/associated companies or companies with common directors, etc., including parents, spouses, children and siblings of directors and executives as well.
5. **Related transactions** mean business transactions, both financial and non-financial, between the Company and its subsidiaries, the Company, or subsidiaries with related persons or with persons who may have conflicts of interest, or a stakeholder, or one who might have conflict of interest in the future. This is a commercial agreement in the same way that a prudent would act with a general counterparty in the same situation, amidst commercial bargaining without the influence of being a director, executive, or any related person, and have normal business transaction or market prices under reasonable conditions, which can be checked and does not cause a transfer of benefits.
6. **Regulatory agency** means the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, and other related agencies.

Related Transaction Policy

1. In case of normal business transaction

The Company's management can operate normally under the principles approved by the Board of Directors, and to prepare a summary report to the Audit Committee every quarter, also as announced and according to the regulatory requirements.

2. In case of abnormal business transaction

The Company must provide opinions from the audit committee on the price, rate of remuneration, including the necessity and suitability of that item.

In case the Audit Committee does not have expertise in considering related transactions that may occur, the Company will consider an independent appraiser, independent specialist, or auditor to give opinions on such related transactions to the Audit Committee to use in decision making and give opinions to the Board of Directors or shareholders, as necessary. The approval must be performed for such a transaction before entering the transaction and must comply with the announcement and requirements of regulatory agencies. Stakeholders or persons who may have conflicts in the related transactions will not have the rights to vote on the transactions between them.

Policy for Future Related Transactions

In the future, if the Company has a necessity to conduct related transactions with persons who may have conflicts of interest with the Company, the Company must specify various conditions to be in accordance with normal business transaction and is a market price which can be referenced and compared with the conditions, or the price that occurs with the same type of business that the Company deals with third parties (Arm's Length Transaction). Moreover, the Company will allow the Audit Committee to give opinions on the price and rate of remuneration, including the necessity and the suitability of such related transactions.

Additionally, the Audit Committee can ask the Company to call an independent appraiser, independent specialist, or the Company auditor to give opinions on such related transactions for the Audit Committee to use in making decisions and giving opinions to the Board of Directors or shareholders as it deems appropriate, depending on the case.

Related transactions that may occur in the future, directors and executives must comply with various regulations that have been established, and the director must not approve any transaction that he or the person who may have a conflict of interest in any other manner with the Company being involved and must disclose such transactions to the Board of Directors for consideration. Thereby, the Company must strictly comply with laws, regulations, announcements, orders, or requirements of regulatory agencies, including complying with the requirements related to information disclosure, Related Transactions and Acquisition or Disposition of Assets of the Company or its subsidiaries, and in accordance with the accounting standards set by the Association of Accountants.

Disclosure of Related Transactions

The Company must disclose related transactions in the notes to the audited financial statements by the Company's auditor according to the accounting standards set by the Association of Accountants, and if the Company's ordinary shares are listed on the Market for Alternative Investment (MAI) or the Stock Exchange of Thailand (SET). The Company will disclose related transactions in the Annual Registration Statement/Annual Report (Form 56-1 One Report) in accordance with the rules and laws governing securities and stock exchange and regulations, notifications, orders, or requirements of the Stock Exchange of Thailand, including complying with the requirements relating to the disclosure of related transactions and the acquisition or disposal of assets of the Company or its subsidiaries.

This policy has been reviewed and approved for additional amendments from the Board of Directors' Meeting No. 5/2022 held on 11 November 2022 and is effective from 11 November 2022 onwards.



(Asst. Prof. Dr. Terdsak Rojsurakitti)

Chairman, Board of Directors

Winergy Medical Public Company Limited